

OFFICE OF THE SECRETARY OF STATE



**RESTATED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Restated Certificate of Incorporation of

THE SOUTHWEST OKLAHOMA REGIONAL 911 ASSOCIATION

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
12th day of September, 2011.*

V. Glenn Coffey

Secretary of State

09/12/2011 12:55 PM

OKLAHOMA SECRETARY OF STATE



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AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

THE SOUTHWEST OKLAHOMA REGIONAL 911 ASSOCIATION

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

The undersigned, in order to amend and restate the Certificate of Incorporation of THE SOUTHWEST OKLAHOMA REGIONAL 911 ASSOCIATION pursuant to the provisions of the Oklahoma General Corporation Act (the "Act"), hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is THE SOUTHWEST OKLAHOMA REGIONAL 911 ASSOCIATION.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Oklahoma is 420 Sooner Drive, Burns Flat, Washita County, Oklahoma 73624, and the name of its Registered Agent at such address is THE SOUTHWEST OKLAHOMA REGIONAL 911 ASSOCIATION.

ARTICLE III - DURATION

The duration of this corporation is perpetual.

ARTICLE IV - PURPOSES

(a) General Purposes: The general purposes for which the corporation is formed as a charitable nonprofit corporation are:

Any purposes allowed by the laws of the state of Oklahoma for Not for Profit Corporations.

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OF STATE

(b) Restrictions: In all events and under all circumstances, the following restrictions and provisions shall apply:

(1) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(2) The corporation shall use and apply the assets of the corporation, including all income therefrom, exclusively within the United States or any of its possessions and exclusively for the purposes for which the corporation is organized. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

ARTICLE V - LIMITATION

This corporation is not for profit, and as such the corporation does not afford pecuniary gain, incidentally or otherwise, to any individual.

ARTICLE VIII - DIRECTORS

The management and operation of the business and affairs of the corporation shall be vested in the Board of Directors selected as prescribed in the Bylaws of the corporation.

(a) The Directors shall serve without compensation, provided that if a Director performs duties or functions for the corporation other than those of a Director, he may receive such reasonable compensation therefore as the Board of Directors shall direct.

(b) The number of Directors of the corporation shall be not less than three (3) nor more than thirty (30).

ARTICLE IX - BYLAWS

The Board of Directors of the corporation shall have the authority to adopt, amend, alter or repeal the Bylaws of the corporation, subject to such limitations as are set forth in the Bylaws.

ARTICLE X - DISSOLUTION

Upon dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts having been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of directors may determine or as may be delivered by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, literary, scientific, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XI - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation by a vote of a majority of the Board of Directors.

Executed on behalf of the corporation by its Chairman of the Board of Directors and attested by its Secretary, this 18th day of August, 2011.

THE SOUTHWEST OKLAHOMA
REGIONAL 911 ASSOCIATION

ATTEST:

By:  _____

Nicky Boone,

Chairman of the Board of Directors

 _____

Alex Damon, Secretary
(SEAL)

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

The foregoing instrument was acknowledged before me this 18th day of August, 2011, by Nicky Boone, Chairman of the Board of Directors and Alex Damon, Secretary of the THE SOUTHWEST OKLAHOMA REGIONAL 911 ASSOCIATION.

Danette Traugott
Notary Public

My Commission expires: 05.11.2015

My Commission number: 07004658

(SEAL)

